

# Southern Pacific Transportation Company

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RECORDATION NO. 10265 Filed 1423

MAR 6 1980 - 2 45 PM

February 27 1980 INTERSTATE COMMERCE COMMISSION

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RAIG J. WHITNEY  
ATTORNEYS

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue  
Washington, D.C. 20423

No 0-066A089

Date MAR 6 1980

Fee \$ 10.00

ICC Washington, D. C.

RE: ICC Finance Docket No. 28966 --- Southern  
Pacific Transportation Company Equipment  
Trust, Series 74 --- Recording Pursuant  
to Section 11303

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of Third Supplement dated as of February 29, 1980, to Equipment Trust Agreement dated as of April 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series 74, together with voucher in the sum of \$10.00 in payment of the recording fee. This Third Supplement deletes certain railroad equipment previously subjected to the above-entitled Equipment Trust, all as set forth in the Supplement.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series 74, recorded on April 6, 1979, at 11:10 A.M., and was assigned Recordation No. 10265;

First Supplement to Equipment Trust Agreement dated as of August 15, 1979, which amended Schedule A of the Agreement by deleting certain equipment therefrom and adding certain equipment thereto, recorded

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MAR 6 2 42 PM '80  
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Ms. Agatha L. Mergenovich  
February 27, 1980  
Page 2

on August 20, 1979, at 3:30 P.M.,  
and assigned Recordation No.  
10265-A;

Second Supplement to Equipment  
Trust Agreement dated as of October  
15, 1979, which amended Schedule A  
of the Agreement by deleting certain  
equipment therefrom, recorded on  
November 5, 1979, at 2:55 P.M.,  
and was assigned Recordation No.  
10265-B.

In connection with the recording of the Third Supplement to Equipment Trust dated April 1, 1979, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and address of Trustee - Lessor:

The First Pennsylvania Bank, N.A.  
Fifteenth and Chestnut Streets  
Philadelphia, Pennsylvania 19101

Name and address of Lessee - Guarantor:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of Equipment Covered by Third Supplement:

<u>Number of Units</u>	<u>Description</u>
100	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 246415 to 246514, both inclusive.
575	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; PACCAR Inc., (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 246515 to 246853, 246865 to 246933, 246936, 246938 to 246940, 246944

Ms. Agatha L. Mergenovich  
February 27, 1980  
Page 3

Number of  
Units

Description

to 247050, 247052 to 247053, 247055 to  
247066, 247068 to 247079, 247081 to  
247099, 247103 to 247104, 247106 to  
247114, inclusive.

70

70-ton, 52-ft. 8-in. box cars with double  
free rolling doors and cushion underframes;  
ACF Industries, builder; lettered SP and  
numbered 247516 to 247553, 247565 to  
247596, both inclusive.

When the recording of the Third Supplement to Equipment  
Trust Agreement has been completed, will you kindly endorse,  
with the pertinent recording information, all executed  
counterparts thereof which are presented to you by our  
representative herewith, and return two of the same to  
her.

Very truly yours,



Karen Ackerman

Enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**3/10/80**

**OFFICE OF THE SECRETARY**

**Karen Ackerman**

**Southern Pacific Transp. Co.**

**Southern Pacific Building**

**One Market Plaza**

**San Francisco, Calif. 94105**

**Dear Ms. Ackerman:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/6/80** at **2:45pm**, and assigned recordation number(s). **10265- C**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 102652 Filed 1425

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST

MAR 6 1980 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

No.

Date \_\_\_\_\_

Fee \$ \_\_\_\_\_

Series 74

ICC Washington, D. C.

THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of February 29, 1980

First Pennsylvania Bank N.A.

to

Southern Pacific Transportation Company

THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the twenty-ninth day of February, 1980, between First Pennsylvania Bank N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of April 1, 1979, by and between First Pennsylvania Bank, N.A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 74", under which railroad equipment was to be leased to the Company;

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust, provided that the aggregate final cost of the railroad equipment subject to said Equipment Trust shall not be less than 125% of the aggregate principal amount of trust certificates issued thereunder;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on April 6, 1979, and was assigned Recordation Number 10265, and the First Supplement to Equipment Trust Agreement dated as of August 15, 1979, which amended Schedule A of the Agreement by deleting certain equipment therefrom, adding certain equipment thereto, and changing car numbers of certain equipment, was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on August 20, 1979, and was assigned Recordation No. 10265-A, and the Second Supplement to Equipment Trust Agreement dated as of October 15, 1979, which amended Schedule A of the Agreement by deleting certain equipment therefrom, was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on November 5, 1979, and was assigned Recordation No. 10265-B; and

WHEREAS, the parties hereto now desire to supplement and amend the Agreement to exclude from the said Equipment Trust certain railroad equipment, all as described herein and subject to the terms and conditions hereinafter set forth:

WITNESSETH

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Agreement is hereby amended to exclude therefrom and there is hereby excluded from said Southern Pacific Transportation Company Equipment Trust, Series 74, the

following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>
11	70-ton, 52-ft. 8-in., box cars with double free rolling doors and cushion underframes; ACF Industries, Incorporated, builder; lettered SP and numbered 247554 through 247564.

2. Schedule A to the Agreement is hereby amended to read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
100	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 246415 to 246514, both inclusive.	\$ 3,864,199
575	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; PACCAR Inc., (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 246515 to 246853, 246865 to 246933, 246936, 246938 to 246940, 246944 to 247050, 247052 to 247053, 247055 to 247066, 247068 to 247079, 247081 to 247099, 247103 to 247104, 247106 to 247114, inclusive.	23,056,008
70	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; ACF Industries, builder; lettered SP and numbered 247516 to 247553, 247565 to 247596, both inclusive.	3,106,692
Estimated Total Cost . . . . .		\$30,026,899

3. The Trustee does hereby let and lease to the Company for the term of fifteen (15) years from and



after April 1, 1979, as the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 74, and subject to all terms and conditions of the Agreement, the said railroad equipment described in paragraph 2 hereinabove.

4. The Company promptly will cause this Third Supplement to the Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. Section 11303.

5. Except as amended hereby, the Agreement shall remain unaltered and in full force and effect.


6. This Third Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

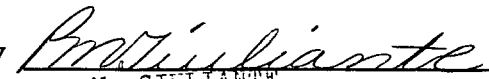
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto

affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK N.A.,  
Trustee

ATTEST:


  
\_\_\_\_\_  
Assistant Secretary  
T. A. O'CONNELL  
CORPORATE TRUST OFFICER  
& ASSISTANT SECRETARY

By   
\_\_\_\_\_  
P. M. GIULIANTE  
SENIOR CORPORATE TRUST OFFICER  
& ASSISTANT SECRETARY

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY


By   
\_\_\_\_\_  
Assistant Treasurer

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA        )  
                                                      )    ss.  
CITY AND COUNTY OF PHILADELPHIA    )

On this 5<sup>th</sup> day of March, 1980, before me personally  
appeared Mr. Guhant to me personally known, who,  
being to me duly sworn, says that he is As Corp To Officer  
of First Pennsylvania Bank N.A., that one of the seals  
affixed to the foregoing instrument is the corporate seal of  
said corporation, that said instrument was signed and sealed  
on behalf of said corporation by authority of its Board of  
Directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said  
corporation.


  
\_\_\_\_\_  
Notary Public  
LYNN M. ATTARIAN  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 3, 1982

1

;

CITY AND COUNTY OF SAN FRANCISCO

1

 CATHERINE B. LUNDY  
NOTARY PUBLIC-CALIFORNIA  
PRINCIPAL PLACE OF BUSINESS IN  
CITY AND COUNTY OF  
SAN FRANCISCO  
My Commission Expires October 8, 1983

Catherine B. Lundy  
Notary Public